

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF NEW JERSEY</b>
<i>Caption in Compliance with D.N.J. LBR 9004-1(b)</i> <b>OBERMAYER REBMANN MAXWELL &amp; HIPPEL LLP</b> Edmond M. George, Esquire Michael D. Vagnoni, Esquire (pro hac vice pending) Turner Falk, Esquire 1120 Route 73, Suite 420 Mount Laurel, NJ 08054-5108 Telephone: (856) 795-3300 Facsimile: (856) 482-0504 E-mail: edmond.george@obermayer.com michael.vagnoni@obermayer.com turner.falk@obermayer.com  Proposed Counsel to the Debtor and Debtor in Possession
In re:  ALUMINUM SHAPES, L.L.C.,  Debtor.

Chapter 11

Case No. 21- \_\_\_\_\_ - ( )

**APPLICATION FOR RETENTION OF PROFESSIONAL**

1. The applicant, Aluminum Shapes, L.L.C. (the "Applicant" or "Debtor"), is the (check all that apply):  
  
☐ Trustee:      ☐ Chap. 7    ☐ Chap. 11    ☐ Chap. 13.  
  
☒ Debtor:      ☒ Chap. 11    ☐ Chap. 13  
  
☐ Official Committee of \_\_\_\_\_
2. The Applicants seek to retain the following professional, Cowen and Company, LLC ("Cowen"), to serve as (check all that apply):  
  
☐ Attorney for:      ☐ Trustee      ☐ Debtor-in-Possession  
  
☐ Official Committee of \_\_\_\_\_  
  
☐ Accountant for:    ☐ Trustee      ☐ Debtor-in-possession

☐ Official Committee of \_\_\_\_\_

☒ Other Professional:

☐ Realtor ☐ Appraiser ☐ Special Counsel

☐ Auctioneer ☒ Other (specify): Investment banker

3. The employment of the professional is necessary because:

Applicant's desire to retain Cowen as Investment Banker is necessary for its bankruptcy reorganization and to assist the Applicant in its financial investments and strategic restructuring.

4. The professional has been selected because:

Cowen's professionals have extensive experience and knowledge of mergers, acquisitions, joint ventures, and strategic restructurings. The Debtor believes that Cowen's general restructuring experience and expertise, knowledge of the capital markets and its merger, and acquisition capabilities will inure to the Debtor's benefit in pursuing any Restructuring, Financing, or Sale. The value to the Debtor of Cowen's services hereunder derives in substantial part from that expertise and experience. Accordingly, the structure and amount of the deferred fees, including the Restructuring Fee, Financing Fee, and Sale Fee is reasonable regardless of the number of hours to be expended by Cowen's professionals in the performance of the services to be provided hereunder, and the deferred fees shall not be considered to be "bonuses" or fee enhancement under applicable law.

5. The professional services to be rendered are as follows:

- a) Assist the Debtor in analyzing its business, operations, properties, financial condition, and prospects;

- b) Assist the Debtor in its analysis and consideration of financing alternatives available to the Debtor;
- c) Assist the Debtor in identifying and evaluating parties that may be interested in a Financing and/or a Sale;
- d) Advise the Debtor on tactics and strategies for negotiating with potential Investors, potential parties to a Sale, and Stakeholders, and if requested by the Debtor, participate in such negotiations;
- e) Assist the Debtor in preparing materials describing the Debtor for distribution and presentation to parties that might be interested in a Financing and/or a Sale;
- f) Advise the Debtor on the timing, nature, and terms of new securities, other consideration or other inducements to be offered pursuant to any Restructuring;
- g) Render financial advice to the Debtor and participate in meetings or negotiations with Stakeholders and/or rating agencies or other appropriate parties in connection with a Restructuring;
- h) Attend meetings of the Debtor's Board of Directors (or similar governing entity) and its committees with respect to matters on which Cowen has been engaged to advise the Debtor;
- i) Provide oral and written testimony, as necessary, with respect to matters on which Cowen has been engaged to advise the Debtor in any proceeding before the Bankruptcy Court; and
- j) Render such other financial advisory services as may from time to time be agreed upon by Cowen and the Debtor.

6. The proposed arrangement for compensation is as follows:

Compensation will be paid based on a monthly flat fee of \$75,000.00, and reimbursement for all actual out-of-pocket expenses incurred in connection with this engagement, as approved by the Court upon application. Additional fees will be payable upon the closing of a Financing, the consummation of a Restructuring, and/or the consummation of any Sale, as approved by the Court upon application.

7. To the best of the Applicant's knowledge, the professional's connection with the Debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee, is as follows:

☒ None.

☐ Describe connection:

8. To the best of the Applicant's knowledge, the professional (check all that apply):

☒ does not hold an adverse interest to the estate.

☒ does not represent an adverse interest to the estate.

☒ is a disinterested person under 11 U.S.C. § 101(14).

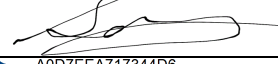
☒ does not represent or hold any interest adverse to the Debtor or the estate with respect to the matter for which he/she will be retained under 11 U.S.C. § 327(e).

☐ Other; explain:

9. If the professional is an auctioneer, appraiser, or realtor, the location and description of the property is as follows:

The Applicant respectfully requests authorization to employ the professional to render services in accordance with this application, with compensation to be paid as an administrative expense in such amounts as the Court may determine and allow.

Date: 8/15/2021

DocuSigned by:  
  
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Solomon Rosenthal  
Chief Executive Officer